

MEDIA RELEASE  
30 May 2018



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## Letters to Shareholders – Entitlement Offer

Antipa Minerals Limited (“Antipa” or the “Company”) advises that letters to Shareholders have been sent in relation to the Company’s Entitlement Offer. Copies of the letters are attached.

The Entitlements Offer will be undertaken by way of a non-renounceable pro-rata entitlements issue on the basis of one (1) share for every four (4) shares held by shareholders registered at 5.00pm (WST) on the record date (Friday 1 June 2018) at an issue price of 1.2 cents per share to raise up to approximately \$4.3 million (gross), and is underwritten by the JLMs up to \$2.7 million. The JLMs will have the right to place any shortfall not subscribed for pursuant to the underwriting.

Antipa will utilise the funds raised via the Placement and the Entitlements Offer to conduct further exploration of the Company’s 100% owned projects in the Paterson region of Western Australia, which hosts the high-grade gold/copper Minyari and WACA deposits, and Tim’s Dome and Chicken Ranch prospects

An indicative timetable for the Entitlements Offer is set out below:

Key Event	Time / Date
Lodgement Date (release of Offer Document, Cleansing Notice and Appendix 3B to ASX)	Tuesday, 29 May 2018
Record Date	5:00pm on Friday, 1 June 2018
Dispatch Date	Tuesday, 5 June 2018
Opening Date	Tuesday, 5 June 2018
Closing Date	5:00pm on Friday, 15 June 2018
Last day to extend the Offer Period	Tuesday, 12 June 2018
Shortfall Notice Deadline Date	Tuesday, 19 June 2018
Settlement Date	Friday, 22 June 2018
Issue Date	Friday, 22 June 2018
Dispatch of holding statements	Tuesday, 26 June 2018
Trading of securities issued pursuant to Offer expected to commence on ASX	Tuesday, 26 June 2018

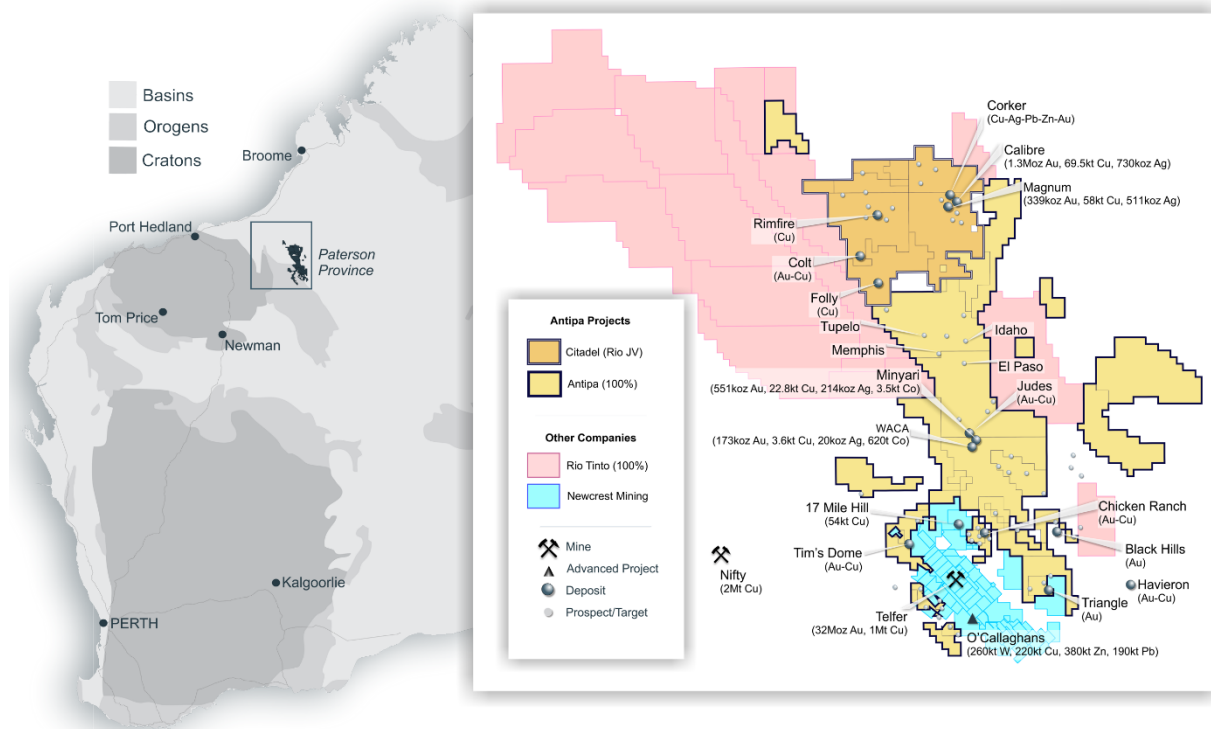
For further information, please visit [www.antipaminerals.com.au](http://www.antipaminerals.com.au) or contact:

Roger Mason  
Managing Director  
Antipa Minerals Ltd  
+61 (0)8 9481 1103

Stephen Power  
Executive Chairman  
Antipa Minerals Ltd  
+61 (0)8 9481 1103

**About Antipa Minerals:** Antipa Minerals Ltd is an Australian public company which was formed with the objective of identifying under-explored mineral projects in mineral provinces which have the potential to host world-class mineral deposits, thereby offering high leverage exploration potential. The Company owns 5,800km<sup>2</sup> of tenements in the Paterson Province of Western Australia, including a 1,335km<sup>2</sup> package of prospective granted tenements known as the Citadel Project. The Citadel Project is located approximately 75km north of Newcrest's Telfer gold-copper-silver mine and includes the gold-copper-silver-tungsten Mineral Resources at the Calibre and Magnum deposits and high-grade polymetallic Corker deposit. Under the terms of a Farm-in and Joint Venture Agreement with Rio Tinto Exploration Pty Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Limited, Rio Tinto can fund up to \$60 million of exploration expenditure to earn up to a 75% interest in Antipa's Citadel Project.

The Company has an additional 1,310km<sup>2</sup> of granted exploration licences, known as the North Telfer Project which hosts the high-grade gold-copper Minyari and WACA Mineral Resources and extends its ground holding in the Paterson Province to within 20km of the Telfer Gold-Copper-Silver Mine and 30km of the O'Callaghans tungsten and base metal deposit. The Company has also acquired, from the Mark Creasy controlled company Kitchener Resources Pty Ltd, additional exploration licences in the Paterson Province which cover 831km<sup>2</sup> and the Company owns a further 312km<sup>2</sup> of exploration licences (including both granted tenements and applications), which combined are known as the Paterson Project, which comes to within 3km of the Telfer mine and 5km of the O'Callaghans deposit.



**Competent Persons Statement – Mineral Resource Estimations for the Minyari-WACA Deposits, Calibre Deposit and Magnum Deposit:** The information in this report that relates to the estimation and reporting of the Minyari-WACA deposits Mineral Resources is extracted from the report entitled "Minyari/WACA Deposits Maiden Mineral Resources" created on 16 November 2017, the Calibre deposit Mineral Resource information is extracted from the report entitled "Calibre Deposit Mineral Resource Update" created on 17 November 2017 and the Magnum deposit Mineral Resource information is extracted from the report entitled "Calibre and Magnum Deposit Mineral Resource JORC 2012 Updates" created on 23 February 2015, all of which are available to view on [www.antipaminerals.com.au](http://www.antipaminerals.com.au) and [www.asx.com.au](http://www.asx.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

**Gold Metal Equivalent Information - Calibre Mineral Resource AuEquiv cut-off grade:** Gold Equivalent (AuEquiv) details of material factors and metal equivalent formula are reported in "Calibre Deposit Mineral Resource

Update” created on 16 November 2017 which is available to view on [www.antipaminerals.com.au](http://www.antipaminerals.com.au) and [www.asx.com.au](http://www.asx.com.au).

**Gold Metal Equivalent Information - Magnum Mineral Resource AuEquiv cut-off grade:** Gold Equivalent (AuEquiv) details of material factors and metal equivalent formula are reported in “Citadel Project - Calibre and Magnum Deposit Mineral Resource JORC 2012 Updates” created on 23 February 2015 which is available to view on [www.antipaminerals.com.au](http://www.antipaminerals.com.au) and [www.asx.com.au](http://www.asx.com.au).

**Forward-Looking Statements:** This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Antipa Mineral Ltd’s planned exploration programme and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may," "potential," "should," and similar expressions are forward-looking statements. Although Antipa Minerals Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

**Document not an Offer:** This document is for release in Australia and does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. In particular, any securities discussed in this document have not been, and will not be, registered under the US Securities Act of 1933 or any US state securities laws and may not be offered or sold within the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

30 May 2018

AZY

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Shareholder

### **Antipa Minerals Limited – pro-rata non-renounceable Entitlement Offer**

As announced on 21 May 2018 Antipa Minerals Limited (ACN 147 133 364) (**Antipa or Company**) is undertaking a placement of up to 269,445,140 shares at an issue price of \$0.012 per shares (**Placement**) and a 1:4 pro rata non-renounceable Entitlement Offer (**Entitlement Offer or Offer**) of approximately 359,812,298 fully paid ordinary shares (**New Share**) to raise approximately \$4.3 million. The price of New Shares under the Offer is \$0.012 each (**Issue Price**). The Company released an offer document for the Offer (**Offer Document**) with ASX on 29 May 2018.

The Offer is partially underwritten by Discovery Capital (AUS) Pty Ltd and Hartleys Limited (**Underwriters**). The Company will pay each of the Underwriters an underwriting fee of 3% each (exclusive of GST) of the underwritten amount (being \$2,687,832). The Company must also reimburse the Underwriter for costs incidental to the Offer. The Company will also issue each Underwriter (or their nominee) with 10,000,000 options at an issue price of \$0.017 expiring 3 years from the date of issue as part consideration for acting as joint lead managers and underwriters.

Antipa will utilise the funds raised via the Placement and the Entitlements Offer to conduct further exploration of the Company's 100% owned projects in the Paterson region of Western Australia, which hosts the high-grade gold/copper Minyari and WACA deposits, and Tim's Dome and Chicken Ranch prospects.

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5.00pm (WST) on 1 June 2018, whose registered address is in Australia, New Zealand, Hong Kong, Singapore or the United Kingdom.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Placement and the Offer, the Company will have issued approximately 629,257,438 New Shares resulting in total Shares on issue of approximately 1,805,506,633.

A copy of the Offer Document is available on ASX's and the Company's website. Eligible Shareholders will be sent an Offer Document together with an Entitlement and

PO Box 795, West Perth WA, 6872  
Level 2, 16 Ord Street, West Perth WA Australia 6005  
T + 61 8 9481 1103 F +61 8 9481 0117  
[www.antipaminerals.com.au](http://www.antipaminerals.com.au) E [contact@antipaminerals.com.au](mailto:contact@antipaminerals.com.au)

Acceptance Form no later than 5 June 2018. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Offer Document. For the purposes of calculating each Eligible Shareholders' entitlement, fractions of entitlements have been rounded up to the nearest whole number of New Shares.

### **Actions required of Eligible Shareholders**

There are a number of actions Eligible Shareholders may take:

- You may wish to accept all of your rights to subscribe for New Shares pursuant to the Offer Document (**Entitlement**). To take up all or some of your Entitlements you will need to ensure your application money for the Entitlements you wish to take up is received by Computershare investor Services Pty Limited (**Share Registry**) by no later than 5.00pm (WST) on 15 June 2018, by completing and returning your Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form.
- You may wish to accept part of your Entitlement. To take up part of your Entitlement you will need to ensure your application money for the Entitlements you wish to take up is received by the Share Registry by no later than 5.00pm(WST) on 15 June 2018, by completing and returning your Entitlement and Acceptance Form by filling in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form(at \$0.012 per New Share).
- You may wish to accept all of your Entitlement and apply for New Shares under the Shortfall Offer. To take up all of your Entitlements and apply for New Shares under the Shortfall Offer you will need to ensure your application money for your full Entitlement and application for additional New Shares is received by the Share Registry by no later than 5.00pm (WST) on 15 June 2018, by completing and returning your Entitlement and Acceptance Form by filling in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form(at \$0.012 per New Share)
- You may do nothing. If you choose to do nothing with your Entitlements, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

### **Key dates for the Offer**

<b>Event</b>	<b>Proposed Date</b>
Offer Document, Appendix 3B and Cleansing Notice lodged with ASX	29 May 2018
Notice of Entitlement Offer sent to security holders	30 May 2018
Existing shares quoted on an 'ex' basis	31 May 2018



Record date	1 June 2018
Despatch of Offer Document to Eligible Shareholders Offer Period Opens	5 June 2018
Last day to extend the Offer Period	12 June 2018
Offer Period Closes	15 June 2018
Securities quoted on a deferred settlement basis.	18 June 2018
Notification of under-subscriptions to ASX (if any)	19 June 2018
Shares Issued Holding statements despatched	22 June 2018

If you have any queries concerning the Entitlement Offer, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Mr Simon Robertson, the Company Secretary, on +61 8 9481 1103.

Yours sincerely

**Stephen Power**  
**Chairman**

30 May 2018

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

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### **Ineligible shareholders**

A Shareholder who has a registered address outside Australia, New Zealand, Hong Kong, Singapore or the United Kingdom (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Offer Document. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing

Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand, Hong Kong, Singapore or the United Kingdom compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

If you have any queries concerning the Entitlement Offer, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or Mr Simon Robertson, the Company Secretary, on +61 8 9481 1103.

Yours sincerely

A handwritten signature in black ink, appearing to read 'S. Power', followed by a period.

**Stephen Power**  
**Chairman**